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FLORIDA PROFIT CORPORATION OR P.A.

Starbright Day Care & Nursey, Inc.

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ARTICLES OF INCORPORATION

Of

STARBRIGHT DAY CARE & NURSERY, INC.

We the undersigned do hereby subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, and subject to the following provisions.

ARTICLE ONE

The name of the corporation shall be:

Starbright Day Care and Nursery, Inc.

ARTICLE TWO

This corporation shall be perpetual existence and may engage in any activity or business permitted under the laws of the United States and the State of Florida; more specifically:

- A. The general nature of the business to be transacted by this corporation shall be: providing day care and nursery for pre-school aged children.
- B. To manufacture, purchase, or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, good, wares, merchandise, real and personal property, and services of every class, kind and description.
- C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.
- D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- E. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- F. To acquire by purchase, subscription or otherwise to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants, rights, bonds, debentures,

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notes, trust receipts, and other securities, obligation, chooses in action and evidence of indebtedness, or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by government of the United States of America, or by an foreign government, or by any state, territory, province, municipality, or their political subdivision or by any governmental agency. And as owner thereof to possess and exercise all rights, powers and privileges of ownership, including the right to execute consistent and vote thereon, and to do any and all acts necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

- G. In general, to carry on any other business in connection with the foregoing, and have and exercise all the power conferred by the laws of Florida upon corporation formed under its laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do submit to the limitations of the law.

ARTICLE THREE

The corporation shall issue 1,000,000 shares of common stock, having .10 par value. All or any part of the capital stock may be paid either in lawful monies of the United States of America, or in assets transferred to the corporation, at a true valuation as of the time of the exchange of the stock.

ARTICLE FOUR

The principal office of the corporation shall be located at:

PO Box 3826
Hollywood, FL 33083

Other offices for the transaction of business may be located wherever the President or Vice President may deem necessary or expedient.

ARTICLE FIVE

The corporation shall have (1) Director(s) initially. The numbers of Directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall always be at least one (1), but not more than seven (7).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and serves at the request of this corporation, as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expense reasonably incurred by him in connection with any such

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claim or liability provided that no person shall indemnified against, or be reimburse for, any expense incurred in connection with any claim or liability as to which it shall be adjudge that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual, or any firm of which any director may be a member, party to, or may be peculiarly or to otherwise interested in any contract or transactions of the corporation, provided the fact this his interest should be disclosed or should have been known to the Board of Directors. Such members hereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, an any director of the corporation who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such director or officer of such other corporation or not so interested.

ARTICLE SIX

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

I. Board of Directors:

<i>Name:</i>	<i>Address:</i>
Victoria Branker,	PO Box 3826 Hollywood, FL 33083

ARTICLE SEVEN

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock which each has agreed to take are as follows:

<i>Name:</i>	<i>Address:</i>	<i>#Shares:</i>
Victoria Branker,	PO Box 3826 Hollywood, FL 33083	1,000,000

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ARTICLE EIGHT

The corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of other authority from the stockholders except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote in the same manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The Registered Agent for Service of Process in the State of Florida and its registered office shall be:

Harvey, Branker & Associates
3121 W. Hallandale Beach Blvd.
Suite 112
Pembroke Park, FL 33009

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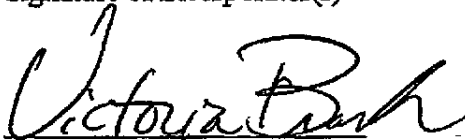
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ARTICLE THIRTEEN

The shareholders may at their sole discretion, repeal, alter, or amend the By-laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, or repeal the By-Laws within its regular course of business.

The undersigned incorporator(s) had (have) executed these Articles of Incorporation this 5TH day of JUNE 2001.

Signature of Incorporator(s)

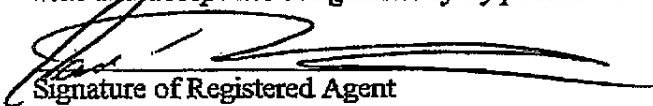


Victoria Branker, President

6/5/01

**STATE OF FLORIDA
COUNTY OF BROWARD**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

6/5/01
Date

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